

**OBJECTIONS DUE: January 9, 2006  
AT: 11:00 a.m.**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: :  
DELPHI CORPORATION *et al.*, : Chapter 11  
: Case No. 05-44481 (RDD)  
: (Jointly Administered)  
Debtors. :  
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**NOTICE OF PRESENTMENT OF CONSENT  
ORDER RESOLVING MOTION BY BANK OF  
AMERICA, N.A. FOR ADEQUATE PROTECTION**

**PLEASE TAKE NOTICE** that Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the Debtors and Debtors-in-Possession in the above-captioned cases, by their Bankruptcy Co-Counsel, Togut, Segal & Segal LLP, will present a proposed Consent Order resolving the Motion by Bank of America, N.A. for adequate protection, a true and complete copy of which is annexed hereto, to the Honorable Robert D. Drain, United States Bankruptcy Judge, in his Chambers, Room

632 of the United States Bankruptcy Court for the Southern District of New York,  
One Bowling Green, New York, New York 10004, on January 9, 2006 at 12:00 noon.

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to approval of the Application (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon: (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel); (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr.); (iii) co-counsel for the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, New York, New York 10119 (Attn: Neil Berger, Esq.); (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Kenneth S. Ziman); (v) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marlane Melican); (vi) Butzel & Long, P.C., 100 Bloomfield Hills Parkway, Suite 200, Bloomfield

Hills, MI 48304 (Attn: James Darien); (vii) counsel for Bank of America, N.A., Barnes & Thornburg LLP, 300 Ottawa Avenue, NW, Suite 500, Grand Rapids, Michigan 49503 (Attn: Patrick E. Mears, Esq.); (viii) co-counsel for the Official Committee of Unsecured Creditors, WarnerStevens LLP, 301 Commerce Street, Suite 1700, Fort Worth, Texas 76102 (Attn: Jeffrey A. Resler, Esq.); and (ix) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard), in each case so as to be **received no later than 11:00 a.m. (Prevailing Eastern Time) on January 9, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those timely-written objections made in accordance herewith, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court, and that if no objections to the Application are timely filed and served the Bankruptcy Court may enter the proposed Consent Order.

Dated: New York, New York  
December 23, 2005

TOGUT, SEGAL & SEGAL LLP  
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Delphi Corporation, *et al.*,  
Debtors and Debtors-in-Possession  
By:

/s/ Neil Berger  
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